

**United States Bankruptcy Court
Eastern District of Virginia**

In re **Circuit City Stores, Inc.**

Debtor(s)

Case No. **08-35653**

Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>See Below (*)</u>
Prior to the filing of this statement I have received.....	\$	<u>370,000 (**)</u>
Balance Due	\$	<u>See Below (*)</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (*specify*)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (*specify*)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

(a) advising the Debtors with respect to their powers and duties as debtors and debtors-in-possession in the continued management and operation of their business and properties;

(b) advising and consulting on the conduct of the Debtors' bankruptcy cases, including all of the legal and administrative requirements of operating in chapter 11;

(c) attending meetings and negotiating with representatives of creditors, Debtors' employees and other parties in interest;

(d) advising the Debtors in connection with any contemplated sales of assets or business combinations, including the negotiation of asset, stock purchase, merger or joint venture agreements, formulating and implementing bidding procedures, evaluating competing offers, drafting appropriate corporate documents with respect to the proposed sales, and counseling the Debtors in connection with the closing of such sales;

(e) advising the Debtors in connection with postpetition financing and cash collateral arrangements and negotiating and drafting documents relating thereto, providing advice and counsel with respect to prepetition financing arrangements, and providing advice to the Debtors in connection with the emergence financing and capital structure, and negotiating and drafting documents relating thereto;

(f) advising the Debtors on matters relating to the evaluation of the assumption, rejection or assignment of unexpired leases and executory contracts;

(g) providing advice to the Debtors with respect to legal issues arising in or relating to the Debtors' ordinary course of business including attendance at senior management meetings, meetings with the Debtors' financial and turnaround advisors and meetings of the board of directors, and advice on employee, workers' compensation, employee benefits, executive compensation, tax, environmental, banking, insurance, securities, corporate, business operation, contracts, joint ventures, real property and press/public affairs and regulatory matters;

(h) taking necessary action to protect and preserve the Debtors' estates, including the prosecution of actions and proceedings on their behalf, the defense of any actions and proceedings commenced against those estates, negotiations concerning all litigation in which the Debtors may be involved and objections to claims filed against the Debtors' estates;

(i) preparing on behalf of the Debtors motions, applications, answers, orders, reports and papers necessary to the administration of the Debtors' estates;

(j) negotiating and preparing on the Debtors' behalf plan(s) of reorganization, disclosure statement(s) and all related agreements and/or documents and taking any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);

(k) attending meetings with third parties and participating in negotiations with respect to the above matters;

(l) appearing before this Court, other courts, and the Office of the U.S. Trustee;

(m) meeting and coordinating with other counsel and other professionals retained on behalf of the Debtors and approved by this Court; and

(n) performing all other necessary legal services and providing all other necessary legal advice to the Debtors in connection with these chapter 11 cases.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services: Not Applicable

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

November 19, 2008

Date

/s/ Dion W. Hayes

Dion W. Hayes (VSB No. 34304)

Signature of Attorney

McGuireWoods LLP

Name of Law Firm

One James Center

901 East Cary Street

Richmond, VA 23219-4030

804.775.1144 Fax: 804.698.2078

For use in Chapter 13 Cases where Fees Requested Not in Excess of \$3,000

(For all Cases Filed on or after 10/17/2005)

NOTICE TO DEBTOR(S) AND STANDING TRUSTEE PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U. S. Trustee pursuant to Interim Procedure 2016-1(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

Date

Signature of Attorney

* Postpetition services will be billed at rates set forth in the Debtors' Application to Employ and Retain McGuireWoods LLP (Docket No. 191), and are subject to Court approval.

** McGuireWoods currently holds a retainer in the approximate amount of \$370,000.